

Prepared by:
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Athens, Georgia 30601

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1/10/05 11:03:52
P> BK 106 PG 568
P> DESOTO COUNTY, MS
P> W.E. DAVIS, CH CLERK

PROPERTY ADDRESS:
761 Goodman Road
Horn Lake, Mississippi

MEMORANDUM OF OPTION AGREEMENT

THIS MEMORANDUM OF OPTION AGREEMENT (this "Memorandum"), made and entered into this 9th day of August, 2004, by and among **OXFORD FOODS, INC.**, a Mississippi corporation, as "Licensee," **ZAXBY'S FRANCHISING, INC.**, a Georgia corporation, as "ZFI," and **DIXIE CHICKEN, LLC**, a Georgia limited liability company, as "Landlord";

WITNESSETH:

THAT WHEREAS, Licensee, ZFI and Landlord have entered into that certain Option Agreement dated August 9, 2004 (said Option Agreement and any and all amendments thereto and renewals and extensions thereof being collectively referred to herein as the "Option Agreement") with respect to the real property described on Exhibit "A" attached hereto and by reference made a part hereof (the "Premises"); and

WHEREAS, pursuant to the Option Agreement, ZFI has an exclusive right and option to become the tenant of the Premises in place of Licensee, and Landlord is obligated to recognize ZFI as tenant in said event; and

WHEREAS, Licensee, ZFI and Landlord are desirous of restating certain of the terms and conditions of the Option Agreement;

NOW, THEREFORE, for and in consideration of the premises and Ten Dollars (\$10.00) and other good and valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, Landlord and Licensee hereby agree that ZFI shall, and does hereby, have an exclusive and irrevocable right and option to become tenant of the Premises in the event Licensee should, for any reason, cease to be the tenant of the Premises, or in the event the License Agreement between Licensee and ZFI should ever, for any reason, be terminated or expire.

All the terms, conditions, provisions and covenants of the Option Agreement are incorporated herein by reference as though written out at length herein, and both the Option Agreement and this Memorandum shall be deemed to constitute a single instrument or document. This Memorandum is not intended to amend, modify, supplement or supersede any of the

provisions of the Option Agreement, and to the extent there may be any conflict or inconsistency between the Option Agreement and this Memorandum, the Option Agreement shall control.

IN WITNESS WHEREOF, the parties have hereunto set their hands, affixed their seals and delivered these presents as of the day and year first above written.

LICENSEE:

OXFORD FOODS, INC.

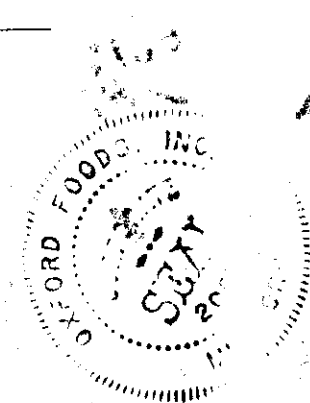
By: A. Gary Avants
 Name: A. Gary Avants
 Title: President

Signed, sealed and delivered
 in the presence of:

[Signature]
 Witness

[Signature]
 Witness

[CORPORATE SEAL]



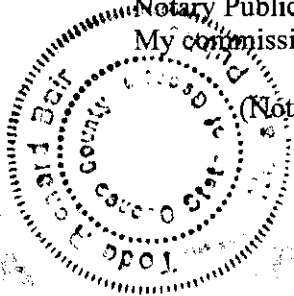
STATE OF Georgia
 COUNTY OF Oconee

Personally appeared before me, the undersigned authority in and for the said county and state, on this 27th day of July, 2004, within my jurisdiction, the within named A. Gary Avants, who acknowledged that he is President of Oxford Foods, Inc., a Mississippi corporation, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Todd Richard Bair

Notary Public
 My commission expires TODD RICHARD BAIR
 Notary Public, Oconee County, Georgia
 My Commission Expires July 8, 2007

(Notary Seal)



ZFI:

ZAXBY'S FRANCHISING, INC.

By:

Name: Tony D. Townley

Title: Vice President

[CORPORATE SEAL]

Signed, sealed and delivered
in the presence of:

Witness

Witness

STATE OF GEORGIA
COUNTY OF OCONEE

Personally appeared before me, the undersigned authority in and for the said county and state, on this 9 day of August, 2004, within my jurisdiction, the within named Tony D. Townley, who acknowledged that he is Vice President of Zaxby's Franchising, Inc., a Georgia corporation, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Notary Public

My commission expires: _____

(Notary Seal)

LANDLORD:

DIXIE CHICKEN, LLC

By: WINTOM, LLC, Member

By: _____ (SEAL)

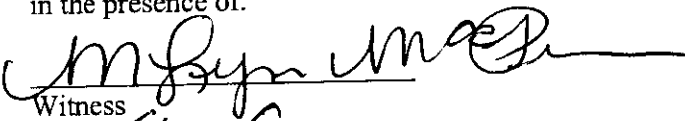
Name: Thomas W. Scott, III

Title: Authorized Member

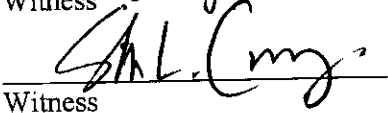
By: _____ (SEAL)

Name: A. Gary Avants

Title: Member

Signed, sealed and delivered
in the presence of:


Witness



Witness

STATE OF Georgia
COUNTY OF Madison

Personally appeared before me, the undersigned authority in and for the said county and state, on this 8th day of August, 2004, within my jurisdiction, the within named Thomas W. Scott, III as Authorized Member of Wintom, LLC and A. Gary Avants, who acknowledged that they are Members of Dixie Chicken, LLC, a Georgia limited liability company, and that for and on behalf of the said company, and as its act and deed they executed the above and foregoing instrument.



Notary Public

My commission expires: _____

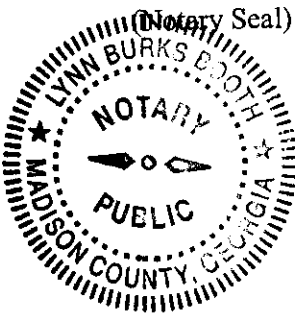
Notary Public, Madison County, Georgia
My Commission Expires January 22, 2006

EXHIBIT A
TO
MEMORANDUM OF OPTION AGREEMENT

DESCRIPTION OF PREMISES

Lot 2, First Revision, Interstate Commons Subdivision, in Section 36, Township 1 South, Range 8 West, City of Horn Lake, DeSoto County, Mississippi, as shown by plat appearing of record in Plat Book 35, page 11, in the office of the Chancery Clerk of DeSoto County, Mississippi;

Together with a 30 foot sign easement along the northeast property line created by a plat appearing of record in Plat Book 35, page 11, in the office of the Chancery Clerk of DeSoto County, Mississippi.